



All #s restated later

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

9718-G

RECORDATION NO. *9718*

Filed 1425

June 11, 1979.

JUN 12 1979 - 12 15 PM

163A036

JUN 12 1979

Date *20.05*

Fee \$ *20.05*

CC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423.

Re: Section 11303 Filing: Supplemental Trust Agreement dated as of June 7, 1979, to Equipment Trust Agreement dated as of September 25, 1978, by and between North American Car Corporation ("North American") and Crocker National Bank, as Trustee.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the Supplemental Trust Agreement dated as of June 7, 1979 (the "Supplement"), to the Equipment Trust Agreement ("Agreement") dated as of September 25, 1978, by and between North American and Crocker National Bank, as Trustee ("Trustee"), 611 West Sixth Street, Los Angeles, California 90017. This Agreement was recorded with the Interstate Commerce Commission at 3:25 p.m. on September 27, 1978, and was assigned Recordation No. 9718.

Under the Agreement and the Supplement, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for the Agreement and the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie
James M. Gillespie,
Attorney.

RECEIVED
JUN 12 12 09 PM '79
I.C.C.
FEE OPERATION

Covered by [signature]

9718-6

SUPPLEMENTAL TRUST AGREEMENT

Dated as of June 7, 1979.

RECORDATION NO. 9718-6
Filed 1425
JUN 12 1979 - 12 15 P.M.
INTERSTATE COMMERCE COMMISSION

Attachments A and B to the Equipment Trust Agreement dated as of September 25, 1978 (the "Agreement"), by and between North American Car Corporation ("Company") and Crocker National Bank, as Trustee ("Trustee"), are hereby amended to delete therefrom the cars set forth on the Appendix hereto.

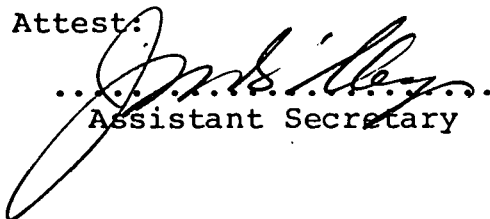
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION,

By... 
Vice President

Attest:

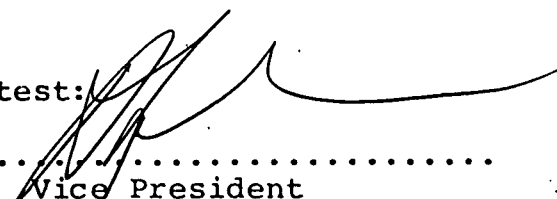

Assistant Secretary

(CORPORATE SEAL)

CROCKER NATIONAL BANK
Trustee

By... 
Trust Officer

Attest:


Vice President

State of Illinois }
County of Cook } ss.:

On this 7 th day of June 1979, before me personally appeared R.A. Noback to me personally known, who, being by me duly sworn, says that he is Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on June 7, 1979 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Kelly
Notary Public

My Commission Expires 2/23/83

State of California }
County of Los Angeles } ss.:

On this 7 th day of June , 1979, before me personally appeared Colin G. Glen, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of CROCKER NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on JUN 7 1979, 1979 signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such national banking association.

Maryanne B. Losorelli
Notary Public

My Commission Expires 5.4.82



APPENDIX

NORTH AMERICAN CAR CORPORATION EQUIPMENT TRUST - SECOND 1978 SERIES DESCRIPTION OF TRUST EQUIPMENT

| Quantity | A.A.R. | | Description |
|----------|----------------|-----------------------------|--|
| | Serial Numbers | Mechanical Designation Code | |
| 35 | 17050-17084 | T-104 | Class 111A100W3, 100 ton, 17,500 gallon capacity tank cars |
| 1 | 72565 | T-105 | Class 111A100W3, 100 ton, 20,700 gallon capacity tank car |
| 2 | 73646-73647 | T-104 | Class 111A100W1, 100 ton, 20,700 gallon capacity tank cars |
| 12 | 93933-93944 | L-651 | Class L0, 100 ton, 3,000 cu. ft. hopper cars |
| 20 | 481120-481139 | L-153 | Class L0, 100 ton, 4,750 cu. ft. hopper cars |
| 50 | 481150-481199 | L-153 | Same as above |